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*Attorneys for the Motors Liquidation Company
Avoidance Action Trust*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

MOTORS LIQUIDATION COMPANY, f/k/a
GENERAL MOTORS CORPORATION, *et al.*,

Chapter 11

Case No. 09-50026 (MG)
(Jointly Administered)

Debtors.
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**NOTICE OF AMENDMENT AND RESTATEMENT OF THE SECOND
AMENDED AND RESTATED MOTORS LIQUIDATION COMPANY
AVOIDANCE ACTION TRUST AGREEMENT**

As required by Section 13.13(c) of the Second Amended Avoidance Action Trust Agreement, the Motors Liquidation Company Avoidance Action Trust (the “**Avoidance Action Trust**”), by its undersigned counsel, hereby files the Third Amended and Restated Avoidance Action Trust Agreement dated as of June 29, 2017 (the “**Third Amended and Restated Trust Agreement**”), a copy of which is annexed hereto as Exhibit A.

On June 7, 2017, the Avoidance Action Trust filed a motion for entry of an order, pursuant to sections 105 and 1142 of title 11 of the United States Code: (1) approving the amendment and restatement of the Second Amended Avoidance Action Trust Agreement, (2)

authorizing the Avoidance Action Trust to enter into the Transaction Documents and to grant a lien to the Capital Providers, and (3) authorizing the Avoidance Action Trust and Avoidance Action Trust Administrator to use \$1,750,759.93 in Settlement Holdback to fund necessary fees, costs and expenses of the Avoidance Action Trust [Bankr. Dkt. No. 13957] (the “**Motion**”).

On June 29, 2017, this Court issued an *Order (I) Approving Entry into Third Amended And Restated Avoidance Action Trust Agreement, (II) Authorizing the Avoidance Action Trust To Enter into a Capital Provision Agreement And To Grant a Lien To the Capital Providers, and (III) Authorizing the Avoidance Action Trust and Avoidance Action Trust Administrator To Use \$1,750,759.93 In Settlement Holdback To Fund Necessary Fees, Costs And Expenses Of The Avoidance Action Trust* [Bankr. Dkt. No. 13980] (the “**June 29, 2017 Order**”).

The June 29, 2017 Order authorized the Avoidance Action Trust to enter into the Third Amended and Restated Agreement in substantially the form submitted with the Motion. Attached hereto as Exhibit B is a comparison showing the changes between the version of the Third Amended and Restated Avoidance Action Trust Agreement submitted with the Motion and the final Third Amended and Restated Avoidance Action Trust Agreement attached hereto as Exhibit A.

As authorized by the June 29, 2017 Order, the Third Amended and Restated Trust Agreement amends and restates in its entirety the Second Amended and Restated Avoidance Action Trust Agreement dated as of August 25, 2016.

Dated: New York, New York
September 13, 2017

BINDER & SCHWARTZ LLP

/s/ Eric B. Fisher

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